



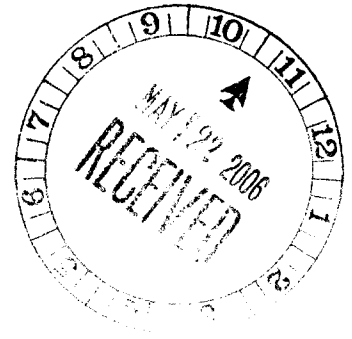
CORPORATION SERVICE COMPANY

RECORDATION NO. 25478-B FILED

MAY 22 '06

2-40 PM

SURFACE TRANSPORTATION BOARD



May 19, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 114302/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 14, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **CHURCH & DWIGHT CO INC.**  
469 North Harrison Street Princeton, NJ 08543

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CHURCH & DWIGHT CO INC.**  
covering 27 hopper cars with reporting marks and numbers – CEFX 15374 - GRPX 944432 –  
NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #25478 dated 03/02/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14<sup>th</sup> day of Sept, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHURCH & DWIGHT CO., INC., a Delaware corporation, with an address at 469 North Harrison Street, Princeton, NJ 08543-5297 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 29, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 2, 2005 and given Recordation Number 25478.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHURCH & DWIGHT CO., INC.

By: Ken Colbert  
Name: Ken Colbert  
Title: VP Logistics

# Schedule A

## Number of Cars

## Equipment Description

27 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15374
2	CEFX	17420
3	CEFX	151252
4	CEFX	151253
5	CEFX	151265
6	CEFX	151266
7	CEFX	151431
8	CEFX	151454
9	CEFX	151791
10	CEFX	151802
11	CEFX	151858
12	CEFX	151884
13	CEFX	152247
14	CEFX	152299
15	CEFX	152306
16	CEFX	152324
17	CEFX	152500
18	CEFX	152520
19	CEFX	154189
20	CEFX	154207
21	CEFX	154221
22	GRPX	944136
23	GRPX	944140
24	GRPX	944288
25	GRPX	944295
26	GRPX	944348
27	GRPX	944432